

GILPIN ADVERTISING PANEL BYLAWS**ARTICLE I****NAME**

1. The name of the organization shall be the Gilpin Advertising Panel hereinafter referred to as "GAP".

ARTICLE II**PURPOSES**

1. The purposes for which the GAP is formed are set forth in C.R.S. §30-11-107.5(4)(a)(III), (b), and (c) and Resolution 23-29 adopted by the Gilpin County Board of County Commissioners on April 25, 2023.
2. Pursuant to C.R.S. § 30-11-107.5(4)(b) and (c), the GAP shall be responsible for administering the portion of the lodging tax revenue fund that the Board of County Commissioners ("Board") identifies each year as being available for advertising and marketing local tourism. The Board shall allocate at least 10% of the lodging tax revenues for advertising and marketing of tourism within Gilpin County on the condition that such advertising and marketing is approved by a majority of the GAP. All lodging tax revenues collected from such lodging tax, except for the amounts retained by the Colorado Department of Revenue for collection and enforcement, shall be credited to a separate "Gilpin County Lodging Tax Fund." Such lodging tax revenues shall be disbursed by the Gilpin County Treasurer in accordance with Gilpin County's normal operating procedures for approval of warrants and payment of bills.
3. The GAP, to the extent feasible, shall advertise and market tourism for the benefit of unincorporated Gilpin County pursuant to C.R.S. 30-11-107.5(4)(c).
4. All GAP meetings shall be open to the public and noticed similar to regular Gilpin County Board of County Commissioner meetings.
5. The recommendations and decision made by the GAP shall be in line with the currently adopted Mission, Areas of Focus, Values and Measurable Milestone Goals by the County of Gilpin.

ARTICLE III**MEMBERSHIP AND TERMS**

1. Pursuant to C.R.S. §30-11-107.5(4)(b) and Gilpin County Board of County Commissioners' Resolution 23-22, as amended by these Bylaws, the GAP shall be comprised of three (3) members and all must be Gilpin County residents and associated with the tourism or marketing industry. Priority shall be given for those who reside within the taxing area, which excludes those residents of the City of Black Hawk and the City of Central.
2. The GAP shall endeavor to consult with and utilize both professional and volunteer help and input of persons, organizations, and communities represented on the GAP, as well as the community of unincorporated Gilpin County as a whole. The GAP shall prepare and present an annual financial report to the Board of County Commissioners as well as an annual projects and goals report prepared by the GAP.

3. Where there is an established and proven marketing entity within Gilpin County formed for the purpose of advertising and marketing tourism, the GAP is encouraged to use that entity, and that entity shall provide an accounting to the GAP and to the Board pursuant to C.R.S. § 30-11-107.5(4)(b).
4. To the extent there are not three (3) Gilpin County residents or individuals working in Gilpin County associated with the tourism or marketing industry willing to serve on the GAP or an established or proven entity for this purpose pursuant to C.R.S. § 30-11.4(b) willing to do this work, the GAP may take such measures to retain individuals or another marketing entity in the City of Central, City of Black Hawk, or other persons or entities as close to the boundaries of Gilpin County familiar with the surrounding mountain counties, communities, and resources as possible if determined to be helpful for marketing and advertising purposes in Gilpin County.
5. Conflicts of Interest. Members of the GAP shall ensure that no member, County Commissioner, other officer, employee, or agent of the County who exercises any function or responsibilities in connection with the purposes of the GAP shall have any personal financial interest with any proposed advertising, marketing, or other related project, direct or indirect, that comes before the Panel. GAP members shall certify in writing that they have no conflict of interest on projects that come before them. If a GAP member does have a financial interest in any project proposed for approval, such GAP member must recuse themselves from voting thereon.
6. Compliance with Applicable Laws. At all times during the performance of this Panel, the GAP shall strictly adhere to all applicable federal, state, and local laws, orders, standards, regulations, interpretations, or guidelines issued pursuant thereto.

ARTICLE IV

OFFICERS

1. The members of the of the GAP, also referred to as officers shall be appointed by the Board of County Commissioners. The term of officers shall be for three (3) years staggered terms with one officer's term expiring each year. GAP inception appointments in the year 2023 shall include three separate appointments for one, two and three-year terms. Existing officers are subject to reappointment as part of a public solicitation for letters of interest process. Vacancies occurring in any office shall be filled for the unexpired term by a person appointed by the Board of County Commissioners.
2. A Gilpin County employee will be designated by the Gilpin County Manager to serve as an *ex officio* member of GAP. The County Manager may at any time change the County employee serving as the *ex officio* GAP member. The *ex officio* member shall not have any voting rights and shall not vote on any matter of GAP. The *ex officio* member does, however, have the sole authority and shall serve as the sole person responsible for facilitating funding from Gilpin County for advertising and marketing projects and services recommended and approved by the GAP. The *ex officio* member will also work with the Gilpin County Finance Department, County Manager's Office, and any other County department, staff, or resources in overseeing and managing contracts for advertising and marketing projects approved by GAP. The regular GAP members shall not have any involvement in the handling or payment of Gilpin County funds. The regular GAP members may, however, be involved in these projects to provide information and expertise, if applicable, regarding marketing and advertising.

3. During the first annual meeting of the year, the officers shall elect a Chair, Vice Chair and Secretary, subject to reappointment.
4. Annually, the GAP shall adopt a budget for expenditures of lodging tax revenues, which shall be part of the Gilpin County Budget approved by the County Commissioners. In the first calendar quarter of each year, the Chair of the GAP shall provide the County Commissioners with a written report detailing, for the prior calendar year, how lodging tax revenues were spent.
5. The Board of County Commissioners of Gilpin County may adopt such uniform policies, rules, and regulations as may be necessary for the administration and enforcement of the lodging tax, and the Board of County Commissioners of Gilpin County or its representatives are hereby empowered to enter into and execute on behalf of Gilpin County any agreements necessary for the administration and enforcement of Resolution 23-29 and the lodging tax. Recommendations of the GAP for appropriate policies, rules, regulations, and procedures will be given due consideration.
6. The fiscal year for the GAP shall commence on January 1st and terminate the succeeding December 31st.
7. The GAP shall prepare and submit to the Board of County Commissioners an annual budget outlining planned expenditure for the next fiscal year, no later than October 1st of each year.

ARTICLE V

DUTIES OF OFFICERS

1. The Chair shall preside at all meetings of the GAP at which he/she may be present; shall perform such other duties as may be presented or assigned by the GAP and/or Gilpin County Board of County Commissioners; and shall coordinate the work of the GAP in order that the purposes may be promoted.
2. The Vice Chair shall perform the duties of the Chair in the absence or disability of that office and shall perform other duties as assigned by the Chair or the Panel.
3. The Secretary shall be responsible for the minutes of all meetings. Minutes are required to be made and kept for all regular and special GAP meetings. Such minutes and other GAP records are subject to public inspection. The minutes of any meeting during which there is an executive session must reflect the general topic of discussion of the executive session.
4. *Ex officio* shall participate in all discussions, but has no authority to vote on any proposal. Acts as the liaison between the panel and the County. *Ex officio* has the sole authority and shall serve as the sole person responsible for facilitating funding from Gilpin County for advertising and marketing projects and services recommended and approved by the GAP. The role shall also retain the minutes and official records of the GAP.

ARTICLE VI

ATTENDANCE & MEETING SCHEDULE

1. Upon a vote of a majority of the GAP members, a member who fails to attend two (2) consecutive meetings may be recommended for removal by the Board of County Commissioners.
2. All GAP members shall serve without compensation and shall receive no fees or remuneration for their services; however, they may be entitled for reimbursed for actual out-of-pocket expenses incurred in connection with duly authorized business of the Panel, if pre-approved and authorized by the Ex officio
3. At least two meetings shall be held annually, with additional special meeting(s) held, as needed.
4. Meetings shall be called by the Chair or Ex officio member, with proper notice.

ARTICLE VII

RULES OF ORDER

1. All questions of parliamentary procedure shall be settled according to *Robert's Rules of Order*.
2. Future amendments to this document and/or revised bylaws shall be recommended for adoption by GAP to the Board of County Commissioners.